



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION 5
77 WEST JACKSON BOULEVARD
CHICAGO, IL 60604-3590

EPA Region 5 Records Ctr.



370736

JUN 10 2010

REPLY TO THE ATTENTION OF:

S-6J

J. Michael Davis
Chief Counsel
Georgia-Pacific LLC
133 Peachtree St. NE
PO Box 105605
Atlanta, Georgia 30348

Kathleen Cavanaugh
Assistant Attorney General
Environment, Natural Resources and Agricultural Division
Department of Attorney General
PO Box 30755
Lansing, Michigan 48909

Re: Second Modification to the Administrative Settlement Agreement and Order on Consent for Removal Action at the Plainwell Impoundment of the Allied Paper/ Portage Creek/ Kalamazoo River Superfund Site (Docket No. V-W-07-C-863)

Dear Mr. Davis and Ms. Cavanaugh:

With the recent liquidation of Millennium Holdings, LLC (MHLLC), the United States Environmental Protection Agency believes that it is appropriate to formally modify the Administrative Settlement Agreement and Order on Consent for Removal Action at the Plainwell Impoundment of the Allied Paper/ Portage Creek/ Kalamazoo River Superfund Site (Docket No. V-W-07-C-863), as modified by the parties on March 12, 2008 (AOC) to reflect the recently entered settlement agreement in the Lyondell and MHLLC bankruptcy matter. Specifically, pursuant to the bankruptcy settlement agreement (Bankruptcy Agreement), EPA has agreed to remove MHLLC as a party to the AOC. See Paragraph 21 of the Bankruptcy Agreement, which I have enclosed for your convenience. Accordingly, EPA proposes the following modifications to the AOC:

1. MHLLC shall be removed as a party or respondent.
2. All references to the term "respondents" shall be revised to "respondent."

3. All references to Michigan Department of Environmental Quality (MDEQ) and Michigan Department of Natural Resources (MDNR) shall be replaced with Michigan Department of Natural Resources and Environment (MDNRE).

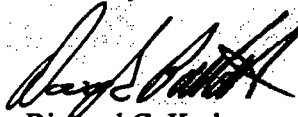
4. Paragraph 39b's disbursement instructions shall be revised as follows:

EPA shall disburse the funds from the Plainwell Impoundment Area Disbursement Special Account to Respondent by electronic funds transfer per the following instructions:

Bank: JP Morgan Chase
City: New York, NY
ABA#: 021-000-021
Beneficiary: Georgia Pacific Financial Management LLC
Account #: 59-50945
Reference: Kalamazoo Disbursement Fund

My signature on this letter represents EPA's written agreement with the proposed modifications. Enclosed with this letter are signature pages for each remaining party to the AOC. If the modifications set forth above are acceptable, please obtain the signature of the person authorized to agree to them on behalf of your client, and return the original signature page to Leslie A. Kirby-Miles of Region 5's Office of Regional Counsel. Upon receipt of all signatures, EPA will distribute copies to all parties and update the Administrative Record with this second modification to the AOC.

Sincerely,


for Richard C. Karl
Director
Superfund Division

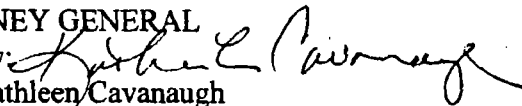
Enclosure

cc: Bonnie Allyn Barnett
Drinker Biddle & Reath LLP
One Logan Square
18th and Cherry Streets
Philadelphia, Pennsylvania 19103

The UNDERSIGNED PARTY enters into this Second Modification to the Administrative Settlement Agreement and Order on Consent for Removal Action at the Plainwell Impoundment of the Allied Paper/ Portage Creek/ Kalamazoo River Superfund Site in Kalamazoo and Allegan Counties, Michigan.

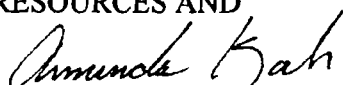
FOR THE MICHIGAN DEPARTMENT OF ATTORNEY GENERAL

Date: 6-17-2010


By: 
Kathleen Cavanaugh
Assistant Attorney General
Environment, Natural Resources,
And Agriculture Division

FOR THE MICHIGAN DEPARTMENT OF NATURAL RESOURCES AND ENVIRONMENT:

Date: 6/22/10

By: 
Arminda Koch
Deputy Director
Resource Management Bureau

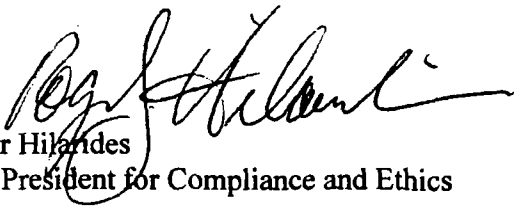
Date: 6/21/2010

By: 
Jim Sygo
Deputy Director
Environmental Protection Bureau

The UNDERSIGNED PARTY enters into this Second Modification to the Administrative Settlement Agreement and Order on Consent for Removal Action at the Plainwell Impoundment of the Allied Paper/ Portage Creek/ Kalamazoo River Superfund Site in Kalamazoo and Allegan Counties, Michigan.

FOR GEORGIA PACIFIC LLC

Date: 6/22/2010

By: 
Roger Hilandes
Vice President for Compliance and Ethics